

RECORDATION NO. 17982-D FILED

DONELAN, CLEARY, WOOD & MASER, P.C. DEC 19 '97

11-49 AM

ATTORNEYS AND COUNSELORS AT LAW
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OFFICE: (202) 371-9500

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December 19, 1997

MEMORANDUM OF AMENDMENT

Recordation No. 17982-D

Dear Mr. Williams:

On behalf of FINOVA Capital Corporation (f/k/a Greyhound Financial Corporation), I submit for filing and recording under 49 U.S.C. §11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Memorandum of Amendment ("Amendment"), entered into as of December 19, 1997, to be filed under Recordation No. 17982-D.

The parties executing the Amendment are:

- GLNX Corporation - MORTGAGOR
Suite 450
10077 Grogan's Mill Road
The Woodlands, TX 77380
- FINOVA Capital Corporation - MORTGAGEE
(f/k/a/ Greyhound Financial Corporation)
1850 North Central Avenue
Phoenix, AZ 85004

The said Amendment is an amendment to that certain Chattel Mortgage and Security Agreement ("Mortgage") recorded under Recordation No. 17982 and should be recorded under the next available letter under Recordation No. 17982 which we believe will be "-D."

The units of rolling stock covered by the enclosed Amendment are all such units as covered in and by the aforesaid Mortgage recorded under Recordation No. 17982 and Subparts/Amendments thereto.

Counterparts - A. H. Stamm

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Letter to Mr. Williams

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A short summary of the Amendment to appear in the STB Index is as follows:

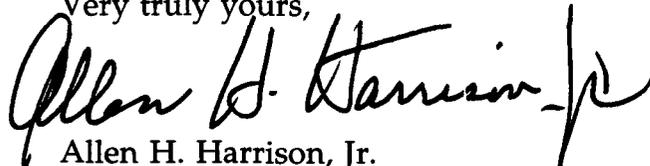
"Advancement of additional funds and extension of payment term of Chattel Mortgage and Security Agreement filed under Recordation No. 17982, no change in equipment."

Please also index under FINOVA Capital Corporation in the mortgagee side of the Surface Transportation Board Index ("white pages"), saying: "See Recordation No. 17982-D."

Enclosed is a check in the amount of forty-eight (\$48.00) in payment of the filing fee (\$24.00) and the requested extra indexing (\$24.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for FINOVA Capital Corporation,
f/k/a Greyhound Financial Corporation, for
the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8346-020

DEC 19 '97

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MEMORANDUM OF AMENDMENT

THIS MEMORANDUM OF AMENDMENT (the "Memorandum") is entered into this 18th day of December, 1997, between by and between **GLNX CORPORATION**, a Texas corporation ("Mortgagor"), whose address is 10077 Grogan's Mill Road, Suite 450, The Woodlands, Texas 77380, and **FINOVA CAPITAL CORPORATION**, a Delaware corporation, formerly known as Greyhound Financial Corporation ("Mortgagee"), whose address is 1850 North Central Avenue, Phoenix, Arizona 85004,

WHEREAS, There is in effect a Chattel Mortgage and Security Agreement dated October 21, 1992 between Mortgagor and Mortgagee, and filed with the Interstate Commerce Commission (now the Surface Transportation Board) on October 23, 1992 at 10:35 a.m. and assigned Recordation Number 17982 (the "Original Chattel Mortgage"), as amended by that certain First Amendment to Chattel Mortgage and Security Agreement, dated August 31, 1993 between Mortgagor and Mortgagee and filed with the Surface Transportation Board on September 8, 1993 at 12:30 p.m. and assigned Recordation Number 17982-B (the "First Amendment to Chattel Mortgage" and together with the Original Chattel Mortgage, the "Chattel Mortgage"), pursuant to which Mortgagor granted to Mortgagee a lien on and a security interest in certain railcars and other items of collateral more fully set forth therein.

NOW THEREFORE, Mortgagor and Mortgagee hereby give notice to the public pursuant to the recordation of this Memorandum that the Mortgagee (a) has advanced additional funds to be secured by the Chattel Mortgage, and (b) has extended the term during which Mortgagor may repay the outstanding indebtedness secured by the Chattel Mortgage, subject to the terms and provisions set forth in that certain Third Amendment to Loan and Security Agreement dated of even date herewith between Mortgagor, as Borrower, and Mortgagee, as Lender.

[THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Amendment to be effective (although not necessarily executed) as of the date first above written.

MORTGAGEE:

FINOVA CAPITAL CORPORATION, a Delaware corporation

AK
By: Sandra K. McDonough

Name: Sandra K. McDonough
VICE PRESIDENT

Title: _____

BORROWER:

GLNX CORPORATION, a Texas Corporation

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Amendment to be effective (although not necessarily executed) as of the date first above written.

MORTGAGEE:

FINOVA CAPITAL CORPORATION, a Delaware corporation

By: _____

Name: _____

Title: _____

BORROWER:

GLNX CORPORATION, a Texas Corporation

By:  _____

Name: WARNER W. ABEL, JR.

Title: PRESIDENT

STATE OF ARIZONA)
) ss.
County of Maricopa)

[MORTGAGEE]

On this 15th day of December, 1997, before me, a Notary Public, personally appeared SANDIA E. McDONOUGH, known to me or satisfactorily proven to be the VICE PRESIDENT of FINOVA CAPITAL CORPORATION, a Delaware corporation, who acknowledged that she/he executed the within instrument on behalf of said corporation by proper authority and that the instrument was the act of the corporation for the purposes therein stated.

Maria C. Dutey
Notary Public

My Commission Expires:

My Commission Expires Nov. 6, 1999

STATE OF TEXAS)
) ss.
County of Montgomery)

[MORTGAGOR]

On this _____ day of _____, 1997, before me, a Notary Public, personally appeared _____, known to me or satisfactorily proven to be the _____ of GLNX CORPORATION, a Texas corporation, who acknowledged that she/he executed the within instrument on behalf of said corporation by proper authority and that the instrument was the act of the corporation for the purposes therein stated.

Notary Public

My Commission Expires:

STATE OF ARIZONA)
) ss.
County of Maricopa)

[MORTGAGEE]

On this ____ day of _____, 1997, before me, a Notary Public, personally appeared _____, known to me or satisfactorily proven to be the _____ of FINOVA CAPITAL CORPORATION, a Delaware corporation, who acknowledged that she/he executed the within instrument on behalf of said corporation by proper authority and that the instrument was the act of the corporation for the purposes therein stated.

Notary Public

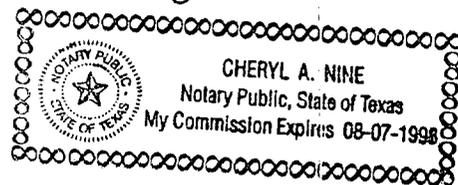
My Commission Expires:

STATE OF TEXAS)
) ss.
County of Montgomery)

[MORTGAGOR]

On this 15th day of December, 1997, before me, a Notary Public, personally appeared Warner W. Abel, Jr., known to me or satisfactorily proven to be the President of GLNX CORPORATION, a Texas corporation, who acknowledged that she/he executed the within instrument on behalf of said corporation by proper authority and that the instrument was the act of the corporation for the purposes therein stated.

Cheryl A. Nine
Notary Public



My Commission Expires:

8/4/98

MEMORANDUM OF AMENDMENT